

**AMENDMENT NO. 1 TO
MASTER WATER STORAGE AGREEMENT**

This Agreement is made as of the _____ day of _____, 2006,
between the CENTRAL ARIZONA WATER CONSERVATION DISTRICT
("CAWCD"), and the ARIZONA WATER BANKING AUTHORITY ("AWBA").

RECITALS

- A. CAWCD and AWBA have entered into a "Master Water Storage Agreement", dated July 1, 2002, (the "Agreement") providing for the storage of AWBA's excess CAP water at certain underground storage facilities operated by CAWCD.
- B. The underground storage facilities covered by the Agreement are listed in Exhibit A, which is attached to the Agreement.
- C. Section 1.c of the Agreement provides in part, "Exhibit A is incorporated by this reference and may, from time to time, be updated by the Parties."
- D. Since the execution of the Agreement, CAWCD has developed a new underground storage facility, the Tonopah Desert Recharge Project ("TDRP").
- E. AWBA desires to store water at the TDRP. CAWCD and AWBA desire to amend Exhibit A of the Agreement to add TDRP to the list of underground storage facilities.

AGREEMENT

1. Amendment of Exhibit A. Exhibit A of the Agreement is hereby amended to read as follows:

"EXHIBIT A

Agua Fria Recharge Project (Managed) (Constructed)	Facility Permit No. 71-569775.003 Facility Permit No. 71-569776.003
Avra Valley Recharge Project	Facility Permit No. 71-564896.0001
Hieroglyphic Mountains	Facility Permit No. 71-584466.0002
Lower Santa Cruz Replenishment Project	Facility Permit No. 71-561366.0002

Pima Mine Road Recharge Project Facility Permit No. 71-577501.0001
Tonopah Desert Recharge Project Facility Permit No. 71-593305.0000"

2. Except as amended, all terms, conditions, and provisions of the Agreement shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this Amendment No. 1 to the Master Water Storage Agreement effective the day and year first written above.

Attest:

CENTRAL ARIZONA WATER
CONSERVATION DISTRICT

Secretary

By: _____
William Perry, President

Attest:

ARIZONA WATER BANKING
AUTHORITY

Secretary

By: _____
Herb Guenther, Chairman